



For information purpose only – unofficial translation – French original wording prevails

INVITATION TO THE ORDINARY GENERAL MEETING

The Board of Directors invites the shareholders to the Ordinary General Meeting on **Tuesday May 16, 2017, at 11:00 am**, at the company's head office at 13, rue Bois St-Jean, B-4102 Seraing.

Agenda:

1. **Review of the combined report** of the Board of Directors for both the Statutory and Consolidated annual accounts for the accounting year ended on December 31, 2016, including **the corporate governance statement**.
2. **Presentation of the Remuneration Report for the fiscal year 2016.**
Proposed decision: the meeting approves the 2016 Remuneration Report.
3. **Review of the reports of the Statutory Auditor** for the Statutory and Consolidated annual accounts for the accounting year ended on December 31, 2016.
4. **Review of the 2016 Statutory and Consolidated annual accounts, approval of the Statutory annual accounts and the allocation of the result for the accounting year ended on December 31, 2016.**
Proposed decision: the meeting approves the statutory accounts for the fiscal year ended on December 31, 2016 and the allocation of the net profit of EUR 26,943 thousand as follows:
 - *transfer of EUR 8,915 thousand to available reserves;*
 - *pay-out of a gross dividend of EUR 1.30 per share (i.e. a total of EUR 17,550 thousand), including EUR 0.60 of interim dividend paid-out last November 24, 2016 (dematerialized coupon #23, ISIN code BE0003820371). This translates into a final gross dividend of EUR 0.70 (i.e. a total of EUR 9,450 thousand) per share payable at ING Bank, except for own shares held by EVS at the ex-date, i.e. May 22, 2017 (coupon #24, ISIN code BE0003820371). The payment date is May 24, 2017;*
 - *communication of an employees' profit sharing plan ("plan de participation bénéficiaire") to the Assembly. Approval of the employees profit sharing plan (relating to the allocation of the net profit of the 2016 fiscal year) under the form of an EVS BROADCAST EQUIPMENT shares distribution, within the framework of the inherent tax law as follows: to all employees of EVS BROADCAST EQUIPMENT SA who have been hired prior to January 1, 2017: distribution of 43 shares (net) of EVS BROADCAST EQUIPMENT S.A. (dematerialized coupon #24 attached), in proportion to their effective (or assimilated) time of occupation in 2016. This plan relates to maximum 327 employees.*
5. **Granting of discharge from liability to the Directors**
Proposed decision: the meeting grants discharge from liability to each of the Directors of the company who were in function during the past accounting year.

A copy of the employee profit sharing plan may be requested by any EVS shareholder, by writing to the Company (and providing the proof of its shareholding): corpcom@evs.com or +32 (4) 361 7013.

6. Granting of discharge from liability to the Auditor

Proposed decision: the meeting grants discharge from liability to the Auditor who was in function during the past accounting year.

Other points:

7. Appointment of a Director

Proposed decision:

The meeting appoints the company 7 Capital sprl, permanently represented by Mrs Chantal De Vrieze, as Director, for a period of 4 years ending at the Ordinary General Meeting of 2021, and recognizes her independence according to Article 526ter of the Belgian Code of Companies, as she meets the criteria included in that article. The mandate shall be remunerated according to the rules applied to all the members of the Board of Directors.

8. Appointment of a Director

Proposed decision:

The meeting appoints the company MMBu, permanently represented by Mrs Patricia Langrand, as Director, for a period of 4 years ending at the Ordinary General Meeting of 2021, and recognizes her independence according to Article 526ter of the Belgian Code of Companies, as she meets the criteria included in that article. The mandate shall be remunerated according to the rules applied to all the members of the Board of Directors.

9. Renewal of the mandate of a Director

Proposed decision:

The meeting renews the mandate of Freddy Tacheny as Director, for a period of 2 years ending at the Ordinary General Meeting of 2019, and recognizes his independence according to Article 526ter of the Belgian Code of Companies, as he satisfies to the criteria included in that article. The mandate shall be remunerated according to the rules applied to all the members of the Board of Directors.

10. Approval of the variable fees of Much sprl

On the basis of a salary benchmark conducted with comparable listed Belgian companies, and the evaluation of the performance of the CEO Muriel De Lathouwer (permanent representative of Much sprl), the Board of Directors decided to increase the basic fees of the CEO. These are raised to EUR 320,000 per year as from April 1, 2017. The percentages governing the different levels of the annual variable fees of Much sprl remain identical (the absolute amounts evolving as a result of the increase of the basic fees), with the exception of the first installment (for which the percentage decreases, from 25% to 20%).

The long-term variable fees of Much sprl, defined in 2015, which depend on objectives over 3 years, remain unchanged.

Proposed decision:

The meeting approves, in accordance with Article 520ter of the Companies Code, the formula for the computation of the variable fees of Much sprl, in its function as Managing Director, as convened (on the condition of its approval by the General Meeting as required by the article 520ter of the Companies Code) between the company and Much sprl in the amendment to the "Management Services Agreement". This formula can be summarized as follows:

Much sprl shall receive a yearly variable fee based on the level of the EBIT achieved by EVS in accordance with the following rules:

- If the achieved EBIT is less than 80% of the EBIT target, variable fees will be EUR 0;*
- If the achieved EBIT is 80% of the EBIT target, variable fees will be 20% of the basic fees;*
- If the achieved EBIT is 100% of the EBIT target, variable fees will be 50% of the basic fees;*
- If the achieved EBIT is 120% of the EBIT target, variable fees will be 80% of the basic fees, and is the maximum variable fees.*

Between these different thresholds, variable fees will be fixed linearly.

For the above computations, "EBIT" shall mean, in respect of any given fiscal year of EVS, the consolidated earnings before interest and tax of EVS in respect of such fiscal year, determined on the basis of the audited consolidated financial statements of EVS in respect of such fiscal year using methods consistent with past and current practices of EVS and on the basis of the current scope of companies of the EVS group ("à périmètre constant").

Admission Requirements

In order to attend and vote at this meeting, shareholders are asked to comply with Article 536 §2 of the Companies Code and Article 23, §1 of the Articles of Association:

- **The owners of dematerialized shares** must obtain a certificate from an authorized account holder or a settlement institution attesting:
 - to the registration of the shares in the name of the shareholder in the accounts with the authorized account holder or settlement institution on May 2, 2017 at Midnight Belgian time (registration date),
 - to their intention to take part in the General Meeting as well as the number of shares for which they intend to vote (possibly with a proxy),
 - and forward this certificate at the latest by May 10, 2017 at 4:00 p.m. Brussels time to the registered office of the company (by registered letter with acknowledgment of receipt or by electronic courier (corpcom@evs.com) with acknowledgment of receipt) or to the teller at a branch of ING in Belgium (ING – Issuer Services – Cours Saint Michel 60, 1040 Brussels - +32 2 547 68 02 – be-lfm.coa.spa@ing.be).
- **The owners of registered shares** must be enrolled in the register of registered shares on May 2, 2017 at Midnight Belgian time (registration date) and must send a registered letter with acknowledgment of receipt or an electronic courier (corpcom@evs.com) with acknowledgment of receipt (possibly with a proxy) to the registered office at the latest by May 10, 2017 at 4:00 p.m. Belgian time, indicating their intention to take part in the General Meeting as well as the number of shares for which they intend to vote.

New items or proposals for decision

In accordance with Article 533ter of the Companies Code and with Article 22, §3 of the Articles of Association, one or more shareholders who own at least 3% of the company's share capital may request that items be added to the agenda of the General Meeting and may submit proposals for decision regarding the items added or to be added to the agenda. The request must be accompanied by the text of the items to be discussed and of the proposal for decision relating to them or by the text of the proposals for decision to be added to the agenda and must provide evidence of ownership of the above-mentioned percentage of the share capital and indicate the postal or electronic address to which the company should send an acknowledgment of receipt of the request within forty-eight hours of its receipt. The request should be addressed by post to the registered office to the attention of Yvan Absil, CFO, and must reach the company by April 24, 2017 at the latest. The request may also be sent by fax (+32 4 361 70 89) or by email (corpcom@evs.com). In both cases, a signed original on paper must reach the company by the aforementioned deadline.

The agenda, completed on the basis of any requests validly submitted, will be published at the latest on May 1, 2017.

Consideration of items to be discussed and proposals for decision is subject to the fulfillment of the admission formalities set out above for at least a 3% share of the share capital.

Questions

Shareholders who have completed the formalities referred to above are invited to submit written questions, as from the publication of this notice, concerning the items on the agenda. Such questions should be sent by registered letter with acknowledgment of receipt or an electronic courier (corpcom@evs.com) with acknowledgment of receipt. They must reach the company at the latest by May 10, 2017. The shareholders may also ask oral questions on the agenda items during the meeting.

Proxy voting

The appointment of a proxy must be made in writing or by email and be signed by the shareholder (or, if the shareholder is not the final effective economic beneficiary, by the final effective economic beneficiary), possibly by way of an advanced electronic signature within the meaning of article 4, §4 of the law of July 9, 2001 regarding certain rules related to the legal framework of electronic signatures and the certification services or by a means of electronic signature which satisfies the conditions set forth in article 1322 of the Civil code, and be received by the company at the location specified in the notice of the meeting at the latest the sixth day preceding the meeting. Any proxy not signed by the final effective economic beneficiary shall be deemed invalid.

Proof of identity and of powers

In order to take part in the General Meeting, shareholders or holders of other securities as well as proxies must present proof of their identity and the representatives of legal persons must provide a copy of the documents that attest to their identity and powers of representation, in all cases at the latest immediately before the opening of the General Meeting.

Availability of the documents

This notice and the other documents relating to this Ordinary General Meeting, including the annual report and the proxy voting forms, are available on the website of the company www.evs.com. They can also be obtained from EVS Broadcast Equipment S.A., Liege Science Park, rue Bois Saint-Jean 13, B-4102 Seraing or by e-mail to corpcom@evs.com.

The Board of Directors

EVS ORDINARY GENERAL MEETING OF MAY 16, 2017 PROXY & VOTING FORM

To be returned by e-mail to: corpcom@evs.com or by fax to +32 4 361 7089

At the **Ordinary General Meeting** of the public limited company "SA EVS BROADCAST EQUIPMENT", whose registered office is at 4102 Seraing, rue Bois Saint-Jean, 13, to be held on **Tuesday May 16, 2017 at 11:00 am**.

THE UNDERSIGNED ¹:

.....

Holder, final effective economic beneficiary of shares in the public limited company "SA EVS BROADCAST EQUIPMENT", whose registered office is at 4102 Seraing, rue Bois St-Jean 13, Belgium, declares that he/she appoints as his/her special agent with authority to act on his/her behalf:

.....

On whom he/she confers all powers for the purpose of representing him/her at the General Meeting of shareholders of the aforesaid company, to be held as stated here above with the joint agenda.

Agenda:	Yes	No	Abstain
1. Management Report	N/A	N/A	N/A
2. Remuneration Report for 2016			
3. Auditor's reports	N/A	N/A	N/A
4. Approval of the 2016 statutory accounts and profit allocation			
5. Discharge from liability to the Directors			
6. Discharge from liability to the Auditors			
7. Appointment of 7 Capital sprl, represented by Chantal De Vrieze			
8. Appointment of MMBu, represented by Patricia Langrand			
9. Renewal of the mandate of Freddy Tacheny			
10. Approval of the variable fees of Much sprl			

The proxy holder may in particular take part in all discussions and vote on, amend or reject in the name of the undersigned, where necessary, all proposals relating to the agenda and for the above purposes, execute and sign all legal instruments, documents, minutes, attendance lists, stipulate permanent residence, sub-delegate and generally do whatever is necessary.

Done in on

The signature or signatures must be preceded by the handwritten words "Bon pour pouvoir" ("for appointment")

¹ Legal entities must specify the name, first name and title of the natural person(s) who signs this letter on their behalf.